FORM D EC W

## UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FEB 0 11 2008

FORM D

Washington, DC 108

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB AP	PROVAL
OMB Number:	3235-0076
Expires:	April 30, 2008
Estimated averag	<i>*</i>
SEC US	E ONLY
Prefix	Serial
DATE RI	ECEIVED

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  OraMetrix, Inc. / Series C-1 Preferred Stock / 32,493,907	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506  Type of Filing: Amendment	Section 4(6) ULOE
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer  Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)  One Matrix, Inc.	
OraMetrix, Inc.  Address of Executive Offices (Number and Street, City, State, Zip Code)  2350 Campbell Creek Boulevard, Suite 400, Richardson, Texas 75082	Telephone 08023741 (972) 728-5500
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) N/A	Telephone Number (Including Area Code) N/A
Brief Description of Business Orthodontics	PROCESSED
Type of Business Organization    Corporation	FEB 0 6 2008  (please specify): THOMSON
Actual or Estimated Date of Incorporation or Organization:    Month   Year	Actual Estimated  ate:  D E

## GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## \_ ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA
<ul> <li>Enter the information requested for the following:</li> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;</li> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> <li>Each general and managing partner of partnership issuers.</li> </ul>
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Abraham, Charles L.
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o OraMetrix, Inc., 2350 Campbell Creek Boulevard, Suite 400, Richardson, Texas 75082
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)  Link, William J.
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o OraMetrix, Inc., 2350 Campbell Creek Boulevard, Suite 400, Richardson, Texas 75082
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Leschly, Mark
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o OraMetrix, Inc., 2350 Campbell Creek Boulevard, Suite 400, Richardson, Texas 75082
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Bayless, Jeanne
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o OraMetrix, Inc., 2350 Campbell Creek Boulevard, Suite 400, Richardson, Texas 75082
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Jerry Metz
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o OraMetrix, Inc., 2350 Campbell Creek Boulevard, Suite 400, Richardson, Texas 75082
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)  Scott Giambalyo
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o OraMetrix, Inc., 2350 Campbell Creek Boulevard, Suite 400, Richardson, Texas 75082
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)  Dan DeSilva
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o OraMetrix, Inc., 2350 Campbell Creek Boulevard, Suite 400, Richardson, Texas 75082
Managing Partner
Full Name (Last name first, if individual)
Fritz Riemeier

Business or Residence Addre										
c/o OraMetrix, Inc., Runges	trass		erlin, G				1571			
Check Box(es) that Apply:		Promoter		Beneficial Owner	니 ——	Executive Officer	⊠	Director		General and/or Managing Partner
Full Name (Last name first, i	findiv	/idual)								
Butts, Thomas										
Business or Residence Addre	ss (Nı	imber and Stre	et, City	, State, Zip Code)						
c/o OraMetrix, Inc., 2350 C	ampb	ell Creek Bou	ilevard	, Suite 400, Richard	lson,	Texas 75082				
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer	Ø	Director		General and/or Managing Partner
Full Name (Last name first, i	f indiv	/idual)								
Palmissano, Robert										
Business or Residence Addre	ss (Nı	ımber and Stre	et, City	, State, Zip Code)						
c/o OraMetrix, Inc., 2350 C	ampb	ell Creek Bou	levard	, Suite 400, Richard	lson,	Texas 75082				
Check Box(es) that Apply:		Promoter		Beneficial Owner	☒	Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i	findiv	/idual)								
Widdig, Jay										
Business or Residence Addre	ss (Nı	ımber and Stre	et, City	, State, Zip Code)					•	
c/o OraMetrix, Inc., 2350 C	ampb	ell Creek Bou	levard	, Suite 400, Richard	ison,	Texas 75082				
Check Box(es) that Apply:		Promoter		Beneficial Owner	Ø	Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i	findiv	vidual)								
Sachdeva, Dr. Rohit		,								
Business or Residence Addre	ss (Ni	umber and Stre	et, City	, State, Zip Code)						
c/o OraMetrix, Inc., 2350 C			•	•	ison, '	Texas 75082				
Check Box(es) that Apply:		Promoter		Beneficial Owner	Ø	Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i	findiv	vidual)								<u> </u>
Getto, Phillip		,								
Business or Residence Addre	ss (Nu	ımber and Stre	et, City	, State, Zip Code)						· · · · · · · · · · · · · · · · · · ·
c/o OraMetrix, Inc., 2350 C	•		•		lson. '	Texas 75082				
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i	findiv	vidual)								
Rho Ventures		,								
Business or Residence Addre	ss (Nı	imber and Stre	et City	State Zin Code)						· ·
152 West 57th Street, 23rd Fl				•						
Check Box(es) that Apply:		Promoter	$\square$	Beneficial Owner	П	Executive Officer		Director	П	General and/or
Check Box(es) that Apply.	لسا	Fiomolei		Belieficial Owlief	ليا	Executive Officer	L	Director	L	Managing Partner
Full Name (Last name first, is	indiv	ridual)								
Star Growth Enterprise, a G		•	Partnei	rship (with limitatio	on of I	iability)				
Business or Residence Addre				· -		•				
c/o SVM Star Ventures Mar				· · · · · · · · · · · · · · · · · · ·	sse 9.	D-81679 Munich G	ermai	nv		
Check Box(es) that Apply:		Promoter	$\boxtimes$	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, it	findiv	ridua!)								
Brentwood Associates		,								
Business or Residence Addre	ss (Ni-	ımher and Stee	et City	State 7 in Code						
450 Newport Center Drive,			· ·	=						
	Juitt	200, INCH POIL	Deatil	, 04111011114 /2000						

R-186776.1

Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Centerpoint Venture Partne	rs				
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			
Two Galleria Tower, 13455	Noel Road, Suite 16	570, Dallas, Texas 75240			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Versant Ventures					
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			
3000 Sand Hill Road, Buildin	ng 4, Suite 210, Me	nlo Park, California 9402:	5		
	(Use blan	k sheet, or copy and use add	litional copies of this sheet	, as necessary)	

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					В.	INFOR	MATION .	ABOUT OF	FFERING				
Accessive all both and person as a person of the continuous of t			1 .1			1*. 1		i ee i e					
2. What is the minimum investment that will be accepted from any individual?  3. Does the offering permit joint ownership of a single unit?  4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, uny commission or similar remimeration for solicitation of principles in the offering person to getted from solicitation of principles in the offering person to getted from solicitation of principles in the offering if a person to be tabled as an associated person or agent of a two-for obacter registered with the SEC and/or with a state or situate, flat the name of the broker or dealer. However, the person to be tabled as an associated person or dealer conviction to the late of the associated person of the table as associated person of each to each of the information for that broker or dealer. However, the information for that broker or dealer. However, the information for that broker or dealer. However, the information for the information for that broker or dealer. However, the information for the information of the information for the i	I. Has	the issuer sold,	or does the i	ssuer intena i									
3   Does the officing permit joint ownership of a single unit?   Section of the officing permit joint ownership of a single unit?   Section of the officing permit joint ownership of a single unit?   Section of the officing permit joint ownership of a single unit?   Section of the officing permit joint ownership of the ownership ownership of the ownership ownersh	2. Wh	at is the minimu	m investmen	it that will be				-				s	N/A
4. Estant the information requested for each persons who has been or will be easiful or given, directly or indirectly, any exaministion as similar terminentation for solicitusin on physicals in the officing if, persons to be listed are associated persons or gent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons or such a broker or dealer, you may set forth the information for that broker or dealer. The person is the state of the person of such as broker or dealer, you may set forth the information for that broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer. The person is set of the person is dealer only.  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check *All States" or check individuals States)						,,							
remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be field is an associated person or again of a broker or dealer registered with 6 ESC and/or with a state cratisate, list manuer of the topic or dealer only.  Full Name (Last name first, if individual)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [MT] [NF] [NV] [NF] [NF] [NV] [NV] [NV] [NV] [NV] [NV] [NV] [NV			٠.	•	-								$\boxtimes$
Name of Associated Broker or Dealer	rem pers than	uneration for so son or agent of a n five (5) person	licitation of p broker or de	ourchasers in o aler registered	connection w I with the SE	vith sales of se C and/or wit	ecurities in th h a state or st	ne offering. I ates, list the	f a person to b name of the b	oe listed is ar roker or dea	associated ler. If more		
Dusiness or Residence Address (Number and Street, City, State, Zip Code)	Full Nam	ie (Last name fir	st, if individ	ual)									
Name of Associated Broker or Dealer													
All States   States   States   States   States   States   Check "All States" or check individuals States   States   Check "All States" or check individuals States   States   Check "All States" or check individuals States   Check "All States" or check individuals States   Check "All States"   Check "A	Business	or Residence A	ddress (Num	ber and Stree	t, City, State	, Zip Code)							
Check "All States" or check individuals States)	Name of	Associated Brol	er or Dealer							•			···· · · · · · · · · · · · · · · · · ·
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MT	[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	(HI)	[ID]
Full Name (Last name first, if individual)	[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[[MA]	[MI]	[MN]	[MS]	[MO]
Business or Residence Address (Number and Street, City, State, Zip Code)	[MT]	[NE]	[NV]	[NH]	[נא]	[NM]	[NY]	[NC]	(ND)	[OH]	[OK]	[OR]	[PA]
Business or Residence Address (Number and Street, City, State, Zip Code)   Name of Associated Broker or Dealer	[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers   Check "All States" or check individuals States)	Full Nam	e (Last name fir	st, if individ	ual)									
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers   (Check "All States" or check individuals States)	Business	or Residence Ac	ddress (Num	ber and Stree	t, City, State	, Zip Code)							
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers   (Check "All States" or check individuals States)	X1 C	1	D1.									<u>.</u>	
All States   Check "All States" or check individuals States   All   [AK]   [AK]   [AR]   [CA]   [CO]   [CT]   [DE]   [DC]   [FL]   [GA]   [HI]   [ID]   [IL]   [IN]   [IA]   [KS]   [KY]   [LA]   [ME]   [MD]   [IMA]   [MI]   [MN]   [MS]   [MO]   [MT]   [NE]   [NV]   [NH]   [NJ]   [NM]   [NY]   [NC]   [ND]   [OH]   [OK]   [OR]   [PA]   [RI]   [SC]   [SD]   [TN]   [TX]   [UT]   [VT]   [VA]   [WA]   [WV]   [WI]   [WY]   [PR]   [WY]   [PR]   [WY]   [WY]   [PR]   [WY]   [WY]   [WY]   [PR]   [WY]   [	Name of	Associated Brok	er or Dealer										
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]  [IIL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [[MA] [MI] [MN] [MS] [MO]  [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]  [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individuals States)	States in	Which Person L	isted Has So	licited or Inte	nds to Solic	it Purchasers							
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [[MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]   Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individuals States)	(Check	c "All States" or	check indivi	duals States).								☐ Al	States
[MT]       [NE]       [NV]       [NH]       [NJ]       [NM]       [NY]       [NC]       [ND]       [OH]       [OK]       [OR]       [PA]         [RI]       [SC]       [SD]       [TN]       [TX]       [UT]       [VT]       [VA]       [WA]       [WV]       [WI]       [WY]       [PA]         Full Name (Last name first, if individual)     Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individuals States)	[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	(HI)	[ID]
[MT]       [NE]       [NV]       [NH]       [NJ]       [NM]       [NY]       [NC]       [ND]       [OH]       [OK]       [OR]       [PA]         [RI]       [SC]       [SD]       [TN]       [TX]       [UT]       [VT]       [VA]       [WA]       [WV]       [WI]       [WY]       [PA]         Full Name (Last name first, if individual)     Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individuals States)	IIL)	[[N]	ΠA1	(KS)	IKYI	(LA)	(ME)	IMDI	IIMAI	IMII	IMNI	(MS)	(MO)
[RI]       [SC]       [SD]       [TN]       [TX]       [UT]       [VA]       [WA]       [WV]       [WI]       [WY]       [PR]         Full Name (Last name first, if individual)         Business or Residence Address (Number and Street, City, State, Zip Code)         Name of Associated Broker or Dealer         States in Which Person Listed Has Solicited or Intends to Solicit Purchasers         (Check "All States" or check individuals States)													
Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individuals States)						•							
Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individuals States)	Full Nam	e (Last name fir	st, if individ	ual)									
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individuals States)	Business	or Residence Ad	idress (Num	ber and Street	t, City, State	, Zip Code)							
(Check "All States" or check individuals States).       All States         [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]         [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [[MA] [MI] [MN] [MS] [MO]         [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]	Name of	Associated Brok	er or Dealer					···					
1. Has the issuer sold, or does the issuer intend to self, to non-accredited investors in this offering.													
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [[MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]								*****************		***********		Паі	l States
[IL]     [IN]     [IA]     [KS]     [KY]     [LA]     [ME]     [MD]     [MA]     [MI]     [MN]     [MN]     [MN]     [MN]     [MN]     [ND]     [OH]     [OK]     [OR]     [PA]				·				[DE]	[DC1	[FL]	[GA]		
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	E OF PROCEEDS	
	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \( \square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	The same of the sa	Aggregate	Amount Already
	Type of Security  Debt	Offering Price	<b>Sold</b> \$0_
	Equity		\$ 20,000,000.09
	Common Preferred	\$\frac{1}{2}\text{0.000,000.07}	<u> </u>
	Convertible Securities (including warrants)	\$ <u>0</u>	\$ <u> </u>
	Partnership Interests	\$0	\$0
	Other (Specify)	\$0	\$0
	Total	\$ 20,000,000.09	\$_20,000,000.09
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
	•	Number Investors	Aggregate Dollar Amount of Purchase
	Accredited investors	14	\$ 20,000,000.09
	Non-accredited Investors	0	\$0
	Total (for filings under Rule 504 only)	0	\$0
	Answer also in Appendix, Column 4, if filing under ULOE.		
<b>}</b> _	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.	T	Dellandarana
	Type of Offering Rule 505	Type of Security	Dollar Amount Sold
	Regulation A		\$
	Rule 504		\$
	Total		\$
•	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		<b>\$</b> 0
	Printing and Engraving Costs		<b>s</b> 0
	Legal Fees		\$35,000
	Accounting Fees		<b>s</b>
	Engineering Fees		\$ <u> </u>
	Sales Commissions (specify finders' fees separately)	<u> </u>	<b>\$</b> 0
	Other Expenses (identify)		\$0
	Total	$\boxtimes$	\$35,000

Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.  Payments to Officers, Directors & Affinitiates  Officers, Directors & Payments to Officers, Directors & Payments to Officers, Directors & Payments To Others  Salaries and fees.  Purchase of real estate  Salaries and fees.  Purchase, rental or leasing and installation of machinery and equipment.  Salaries and fees.  Purchase, rental or leasing and installation of machinery and equipment.  Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)  Repayment of indebtedness.  Salaries and fees.  Payments Total Payments Listed (column totals added)  Directors and the salaries and the salaries and check the box to the left of the salaries and			,		
the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.    Payments to Officers, Directors & Payments To Officers, Directors & Affiliates Others   Salaries and fees	total expenses furnished in response to	Part C - Question 4.a. This difference is the "adjusted g	gross		\$19,965,000.09
Salaries and fees	the purposes shown. If the amount for a left of the estimate. The total of the pa	any purpose is not known, furnish an estimate and check theyments listed must equal the adjusted gross proceeds to t	he box to the		
Purchase of real estate			Officers, Dire	ectors &	Payments To Others
Purchase, rental or leasing and installation of machinery and equipment \$ 0 \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	Salaries and fees		S	0	□ \$ <u> </u>
Construction or leasing of plant buildings and facilities	Purchase of real estate		s	0	<b>S</b> 0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) \$ 0 \$ \$ (  Repayment of indebtedness	Purchase, rental or leasing and installa	ition of machinery and equipment	s	0	<b>s</b> 0
used in exchange for the assets or securities of another issuer pursuant to a merger)    S	Construction or leasing of plant building	ngs and facilities	<b>\_</b> \$	0	<b>s</b> 0
Repayment of indebtedness	Acquisition of other businesses (includes	ding the value of securities involved in this offering that	may be	0	<b>□s</b> 0
Working capital					
Other (specify):					<del></del>
Column Totals					
Total Payments Listed (column totals added)  D. FEDERAL SIGNATURE  the issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constituent of the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any corredited investor pursuant to paragraph (b)(2) of Rule 502.  Source (Print or Type)  Signature  Date  January 23, 2008  Title a Signer (Print or Type)	Other (specify):		s		□ <b>\$</b> 0
D. FEDERAL SIGNATURE  the issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constituted indertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any corredited investor pursuant to paragraph (b)(2) of Rule 502.  Signature  PraMetrix, Inc.  January 23, 2008  Title of Signer (Print or Type)	Column Totals		s	0	<b>\$19,965,000.09</b>
D. FEDERAL SIGNATURE  The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constituted indertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any corredited investor pursuant to paragraph (b)(2) of Rule 502.  Sesuer (Print or Type)  Signature  Date  DraMetrix, Inc.  January 23, 2008  Title of Signer (Print or Type)	Total Payments Listed (column to	otals added)		\$19,965 <u>,</u>	000.09
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constituted indertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any corredited investor pursuant to paragraph (b)(2) of Rule 502.  Secure (Print or Type)  Signature  Date  Date  Danuary 23, 2008  Title of Signer (Print or Type)		n renepal signature			
ndertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any ceredited investor pursuant to paragraph (b)(2) of Rule 502.  Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any ceredited investor pursuant to paragraph (b)(2) of Rule 502.  Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any ceredited investor pursuant to paragraph (b)(2) of Rule 502.  Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any ceredited investor pursuant to paragraph (b)(2) of Rule 502.  Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any ceredited investor pursuant to paragraph (b)(2) of Rule 502.  Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any ceredited investor pursuant to paragraph (b)(2) of Rule 502.  Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any ceredited investor pursuant to paragraph (b)(2) of Rule 502.		D. FEDERAL SIGNATURE		····	
braMetrix, Inc.  January 23, 2008  Title of Signer (Print or Type)	ndertaking by the issuer to furnish the U.S. S	securities and Exchange Commission, upon written request of			
lame of Signer (Print or Type)  Title of Signer (Print or Type)		Signature	ř		
		Title of Signer (Print or Type)	January 23, 2008		
	ame of Sioner (Print or Type)	rine progress (rintor cype)			
<b>F</b>	* * * * * * * * * * * * * * * * * * * *	Vice President and Chief Financial Officer			
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ATTENTION	* * * * * * * * * * * * * * * * * * * *	÷			

	E. STATE SIGNATURE		
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No
	0. 4		

See Appendix, Column 5, for state response.

- The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature / / / / / /	Date
OraMetrix, Inc.	Signature Wy	January 23, 2008
Name of Signer (Print or Type)	Title of Signer (Print or Type	
Jay Widdig	Vige President and Chief Financial Officer	

## Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

R-186776.1

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	non-acc invest St	to sell to credited tors in ate -Item 1)	Type of security and aggregate offering price offered in state (Part C – Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1)		
State	Yes	No	Series C-1 Preferred Stock	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
AL	103	X	Siota	MIT CSCOTS	Amount	THY CSLOTS	Amount	11.3	:\	
AK		X								
AZ		х				-				
AR		х								
CA		х	Series C-1 Preferred Stock	4	\$2,687,813.41	0	0		х	
			\$2,687,813.41							
CO		Х								
СТ		х								
DE		Х								
DC		.x								
FL		Х								
GA		Х								
НІ		Х								
ID		х								
IL		Х								
IN		Х								
IA		х								
KS		х								
KY		х								
LA		х								
ME		Х								
MD		Х								
MA		х								
Ml		х					<del>.</del>			
MN		х								
MS		х								
МО		Х								
MT		х								
NE		Х						:		

1		 2	3		4				5
	non-acc invest St	to sell to credited tors in ate -Item 1)	Type of security and aggregate offering price offered in state (Part C – Item 1)		Type of invo amount purchs (Part C-l	ased in State		under UL (if yes, explans waiver	ification State OE attach ation of granted Item 1)
State	Yes	No	Series C-1 Preferred Stock	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
NV	100	X	5.00				1000000		1
NH		х							
NJ		х		-					
NM		х							
NY		х	Series C-1 Preferred Stock \$12,998,825.75	6	\$12,998,825.75	0	0		х
NC	<del> </del>	х		··· •			<del> </del>		
ОН		Х					·		
OK		Х							
OR		х		<del></del>					
PA		Х					_		
RI		х							
SC		Х							
SD		Х		· · · · · · · · · · · · · · · · · · ·					
TN		Х							
TX		х					_		
ŪΤ		Х							
VT		х							
VA		Х							
WA		х							
WI		х							
WY		х							
PR		х							

